

**AMENDMENT TO BYLAWS
NASA HEADQUARTERS EMPLOYEE RESOURCE GROUP
“WOMEN OF NASA (WON)”**

SECTION 1. AMENDMENT

The NASA Headquarters Women’s Advisory Committee established its original bylaws on February 26, 2016. The Steering Committee subsequently adopted a name change on March 2, 2016. Accordingly, the original name, Women’s Advisory Committee (WAC), is hereby changed to Women of NASA (WON), effective immediately. WON adopts the following tagline: “*An Alliance to Advance Inclusion.*”

In consideration of the mutual representations and agreements contained herein, the bylaws are hereby amended and restated in entirety to read as follows.

SECTION 2. AMENDED BYLAWS FOR THE WOMEN OF NASA

ARTICLE I – NAME

The name of this organization is the Women of NASA. This organization is an employee resource group and its official tagline is: “*An Alliance to Advance Inclusion.*”

ARTICLE II – ESTABLISHMENT OF THE ORGANIZATION

The Women of NASA, hereinafter “WON,” is established by the recordation of the Charter in accordance with NASA Directives and Charters Procedural Requirements NPR 1400.1 (January 14, 2014 through January 24, 2019). WON is aligned with Objective 3.1 of the 2014 NASA Strategic Plan; with Principle 2 of the NASA Diversity and Inclusion Strategic Implementation Plan: Employee Engagement and Effective Communication; and with Item 6, Strategy 2.4, of the NASA Headquarters Model EEO Plan (Fiscal Year 2015-2017, EEOC MD-715). The operation of WON and actions of the Steering Committee, its Members, and its Officers shall be governed by these bylaws.

ARTICLE III – PURPOSE

The mission of WON is to bring together women of diverse occupations and to provide opportunities for them to help themselves and others grow personally and professionally through leadership, education, networking support, and national recognition. WON seeks to encourage diversity for inclusion and equity in the workplace, and for the advancement and professional growth of women in federal service at NASA.

ARTICLE IV – MEMBERSHIP AND CHAMPION

WON consists of a Steering Committee, its Members, and the designated Champion. The Membership elects Officers to serve in leadership roles on the Steering Committee. Officers lead, make decisions, and serve on behalf of the Membership. WON membership is open to all

NASA Headquarters civil servants. Contractors are welcome to attend NASA sponsored WON events but cannot charge their time to NASA nor become member of WON. Contractors cannot serve in a leadership or management role in any way as it relates to WON membership, subcommittees, and activities.

WON will have a Champion at the senior executive level. The Champion shall provide guidance and advice to the Steering Committee as well as advance the cause of WON. The Champion will not be a voting member. The Champion shall interface with the Steering Committee Chair and work directly with the Steering Committee on matters affecting WON. The Steering Committee shall agree upon and appoint the Champion who will serve a one (1) year term with the option to renew annually up to two consecutive years.

ARTICLE V – POWERS AND DUTIES

The Steering Committee shall have all of the powers and duties necessary for the operation and administration of the affairs of WON and may perform all such acts and things as are permitted by NASA directives and these bylaws. The Steering Committee shall have the power to adopt rules and take action as deemed necessary or desirable at any time to achieve the mission of WON provided that such rules and actions are not in conflict with NASA Directives and Charters Procedural Requirements NPR 1400.1 (January 14, 2014 through January 24, 2019), the NASA Strategic Plan, the NASA Diversity and Inclusion Strategic Plan, and the NASA Headquarters Model EEO Plan (Fiscal Year 2015-2017, EEOC MD-715).

ARTICLE VI – NOMINATION OF OFFICERS AND ANNUAL ELECTION

The Steering Committee shall initially consist of its founding members. Thereafter, a Nominations Subcommittee, along with input from the Steering Committee, will issue a call for Officer Nominations to the Membership and establish a slate of candidates for election. All Members will be eligible to vote. Proxy votes will be accepted if provided in writing within the specified time. The Membership and Nominations Officer shall manage the election process.

A. ELECTIONS

Elections shall be held annually and votes will be made by ballot. The Steering Committee Chairperson will identify two (2) Officers (who are not on the slate for election) and one (1) Member-at-large to count the ballots. The Chair will name one of the Officers to serve as the judge and report the election results. The Member(s) with the largest number of votes for a respective office will be elected to the Steering Committee to fill the open slot(s).

B. ANNOUNCEMENT OF RESULTS

The results of the election shall be announced and formally presented to the Membership. The Officers shall be presented formally to the Membership at the Annual Meeting or at another time as designated by the Steering Committee.

ARTICLE VII – STEERING COMMITTEE - TERM OF LEADERSHIP SERVICE

The Steering Committee will be comprised of seven (7) Officers. The term of service for each elected Officer is two (2) years. Officers are eligible to be re-elected for the same position for a

maximum of one (1) additional consecutive term. Officers are eligible to serve additional terms in other positions.

A. VACANCIES AND REMOVAL

The term of an Officer can expire by her or his term date, resignation, or removal. In the event of resignation or removal from office, the remaining Steering Committee Officers shall select a successor by majority vote to serve until the next Annual Election.

Removal from Service

After consultation with the Champion, the Steering Committee may vote to remove an Officer who is failing to serve in a positive manner to advance the mission and goals of WON. If removed from service, the Officer becomes ineligible to serve on the Steering Committee in the future.

1. A vacancy in the office of the Chairperson shall be filled by the Vice-Chairperson unless she or he is unable to serve, at which time the vacancy shall be filled by election of the Members by a majority of votes. A vacancy in the office of the Vice-Chairperson shall be left vacant with the Chair delegating the duties of that position.
2. Any Officer, including the Chairperson, may be removed from office or suspended from office by a vote of two-thirds of the Steering Committee. The person under consideration shall be given an opportunity to be heard at the meeting with sufficient notice of the proposed removal or suspension. The person under consideration shall not be counted in determining the presence of a quorum. Upon a vote of removal or suspension of the Chairperson, the Vice-Chairperson shall preside at the meeting.

ARTICLE VIII – STEERING COMMITTEE AND OFFICERS

A. STEERING COMMITTEE

The Steering Committee shall consist of seven (7) NASA Headquarters civil servants who will serve together as the leadership body of WON. The Steering Committee will meet monthly to conduct the business of WON. Decisions will be made by majority vote. A quorum is required for any decision. A quorum is defined as five (5) Steering Committee members. Where appropriate, such as when group discussion is not needed, an absentee vote will be permitted to arrive at specific decisions.

Conduct of Steering Committee Meetings

The Chairperson shall preside over all meetings of the Steering Committee and the Secretary shall keep the minutes of the meeting and record in a Minute Book all resolutions adopted by the Steering Committee. The most recent edition of Roberts Rules of Order shall govern the conduct of meetings of the Steering Committee when not in conflict with these bylaws.

At the Steering Committee meetings, the following order shall apply:

- Chairperson Opens the Session
- Roll call of Steering Committee Members
- Verification of Quorum
- Review Agenda
- Reading or Waiver of Minutes of the Preceding Meeting
- Conduct Business
- Chairperson Adjourns Meeting

The Steering Committee will engage WON Members to provide input to and implement the Annual Work Plan. Steering Committee Officers may lead and facilitate the formation of subcommittees to implement special projects and activities. Subcommittee activities and operations are subject to the leadership, authorization, and direction of the Steering Committee.

B. OFFICERS

The Steering Committee will be comprised of Officers serving in several key leadership roles. Officers shall consist of:

- Chairperson,
- Vice-Chairperson,
- Secretary,
- Program and Planning,
- Communications and Outreach,
- Membership and Nominations,
- Special Focus—Science, Technology, Engineering and Math (STEM).

C. DUTIES OF THE OFFICERS

Duties of the Officers of the WON Steering Committee are:

Chairperson – The Chairperson shall be the principal officer of the Steering Committee and shall preside at all meetings of WON and the Steering Committee. The Chairperson shall ensure the success of WON and represent WON at meetings with the Membership, the Champion, NASA officials-in-charge (where requested), and external entities. The Chairperson will assign Officers specific tasks to service their respective leadership positions. The Chairperson is responsible for the meeting agenda and ensures WON decisions are made by majority vote with a quorum present. The Chair shall keep the Membership informed on matters relating to the organization and shall have the authority to establish special committees and other standing committees not specified in these bylaws and shall perform such other duties pertaining to this office. The Chairperson shall ensure the strategic direction has been defined for WON and the Annual Work Plan are accomplished.

Vice-Chairperson – The Vice-Chairperson shall assist the Chairperson and share responsibilities and duties, as needed. The Vice-Chairperson shall represent the interests of WON at specific meetings or events as requested by the Chair. The Vice-Chairperson shall perform the duties of the Chairperson in the event the Chairperson is unavailable and as requested in advance by the Chair. The Vice-Chairperson shall ensure that operation of WON is in compliance with NASA Directives and Charters Procedural Requirements NPR 1400.1 (January 14, 2014 through January 24, 2019), the NASA Strategic Plan, the NASA Diversity and Inclusion Strategic Plan, the related NASA Diversity and Inclusion Implementation Plan, and other NASA policies where appropriate. The Vice-Chair and Chair will ensure the WON Charter and bylaws are amended, as needed, to remain in compliance with these NASA policies and plans. The Steering Committee must approve all amendments in advance. The Vice-Chairperson and Chair shall work collaboratively in a leadership capacity with the Steering Committee to ensure the Annual Work Plan for WON is developed and implemented.

Secretary – The Secretary is responsible for preparing the Steering Committee minutes, scheduling meetings, maintaining a current record of Officers serving on the Steering Committee. The Secretary is responsible for maintaining a schedule of Steering Committee plans and events, as well as maintaining records of progress toward Annual Work Plan goals and objectives. The Secretary will consult with the Chairperson to create an agenda for Steering Committee and Membership meetings. Minutes of the meetings must be approved by the Chairperson, or, if delegated, by the Vice-Chairperson. Minutes of previous Steering Committee meetings are to be approved at the following meeting.

Communications and Outreach Officer – The Communications and Outreach Officer is responsible for developing the communications strategy, marketing campaign, logo, branding, website, preparing and disseminating WON communications and promotional information about WON and special events to the Headquarters community. All published communications and promotional materials must be approved in advance by the Steering Committee Chairperson, or, if delegated, by the Vice-Chairperson. The Communications and Outreach Officer may form a subcommittee(s) to assist with specific activities. The Officer will keep the Steering Committee informed about the work of the subcommittee(s) as well as the planning and progress of activities. The Communications and Outreach Officer shall maintain records and provide information to the Secretary for the Steering Committee's official records.

Membership and Nominations Officer – The Membership and Nominations Officer shall have primary responsibility for increasing, engaging, and retaining WON membership. The Officer will maintain records of and conduct analysis of WON membership demographics, results of membership surveys, and any information sought from the membership, such as nominations to serve on the Steering Committee. Such information shall be provided to the Steering Committee Secretary for official recordkeeping. The Membership and Nominations Officer shall also manage the Officer Nominations election process. This includes issuing a call to the Membership

for Officer Nominations, preparing/issuing voter materials to the Membership, notifying the Steering Committee of election results, and confirming elected Members into office. The Membership and Nominations Officer may establish a subcommittee(s) to assist with specific activities. The Officer shall keep the Steering Committee informed about the work of such subcommittee(s) as well as the planning and progress of activities. The Membership and Nominations Officer shall provide periodic up-to-date lists of the current Membership and elected Officers to the Secretary for the Steering Committee's official records.

Program and Planning Officer – The Program and Planning Officer is responsible for supporting the Steering Committee with identifying, developing and executing specific programmatic areas of the Annual Work Plan. This Officer conducts research and analyzes the state of women at NASA Headquarters and provides such information to the Steering Committee for further discussion and planning. The Program and Planning Officer may form subcommittee(s) to plan specific events, activities, and related timelines. This includes maintaining a Program/Project Plan through which the Annual Work Plan will be accomplished.

Special Focus Officer - Science, Technology, Engineering and Math (STEM) – This Officer is responsible for supporting the Steering Committee with developing and executing specific aspects of the Annual Work Plan related to STEM. This may include education outreach, STEM learning activities, mentoring, or other areas as deemed appropriate. The Officer may form a subcommittee(s) to assist with specific events, activities, and related timelines.

ARTICLE IX – ANNUAL WORK PLAN

The Steering Committee will develop a work plan, annually, which sets the overall strategic direction and key focus areas of WON. The Chairperson and Vice-Chairperson shall provide oversight. The Annual Work Plan will establish no more than three (3) primary goals and three (3) key events or activities to accomplish in the upcoming year. The targeted goals may include topics to address and activities or events to sponsor. The Annual Work Plan shall include input from the Champion. Targeted plans or activities not accomplished in one year will be eligible to rollover to the next. The Annual Work Plan shall be developed by the end of January in each calendar year and updated as approved by the Steering Committee. At a minimum, the Annual Work Plan shall include the following:

- Specific goals to achieve during the year and subsequent year(s);
- Targeted outcomes, deliverables, and metrics for each goal;
- Activities and sub-activities;
- Resources needed;
- Implementation timeline;
- Officer and/or subcommittee(s) responsible for a particular goal/milestone.

The Steering Committee will be responsible for development and implementation of the Annual Work Plan. The Steering Committee shall provide approval prior to execution of the plan. The Secretary shall maintain a copy of the Annual Work Plan for the Steering Committee's official records.

ARTICLE X – SUBCOMMITTEES

The Steering Committee shall be authorized to establish subcommittees and working groups, as necessary and consistent with the mission of WON. These subcommittees or working groups shall not work independently of the Steering Committee; they shall report their recommendations, analysis, and advice to the Steering Committee for full deliberation and discussion. Subcommittees or working groups have no authority to make decisions on behalf of the chartered WON nor can they report directly to the Champion without express consent by the Steering Committee.

ARTICLE XI – MEETINGS

There will be various types of WON meetings. The meeting description and dates shall be specified in the Annual Work Plan and may be modified by the Steering Committee. Such meetings are:

- *Steering Committee Meeting*: Held monthly unless otherwise determined by the Steering Committee.
- *Special Membership Meeting or Steering Committee Meeting*: Called at the discretion of the Steering Committee Chair, provided members are notified in advance. Notice shall contain time, place, purpose of meeting.
- *Regular Membership Meeting*: Held twice yearly unless otherwise determined by the Steering Committee. To maximize attendance, a review of the NASA Headquarters calendar-of-events will be conducted prior to scheduling meeting dates.
- *Annual Membership Meeting*: Held each year to establish the priorities of the coming year (“Annual Work Plan”), celebrate accomplishments, and install newly elected Officers, if required.
- *WON Event*: Held at the discretion of the Steering Committee and in alignment with the Annual Work Plan. WON events are open invitation activities that may focus on networking, leadership, learning, special topic(s), or other matters that align with the Annual Work Plan.

ARTICLE XII – FUNDING

WON shall not engage in fundraising nor collect dues from the Membership. Funds may be sought from targeted NASA Headquarters offices to facilitate NASA Headquarters community building, networking, learning, STEM outreach, diversity and inclusion.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the Robert's Rules of Order (current issue) shall apply to meetings and when they are not inconsistent with the bylaws of WON, or NASA directives.

ARTICLE XIV – AMENDMENTS TO COMMITTEE BYLAWS

These bylaws may be amended by the Steering Committee when necessary. Notification of amendment(s) will be communicated to the Membership. Any member can propose an amendment to these bylaws; the proposed amendment must be sent to the Chairperson of the Steering Committee for review and deliberation by the Steering Committee.

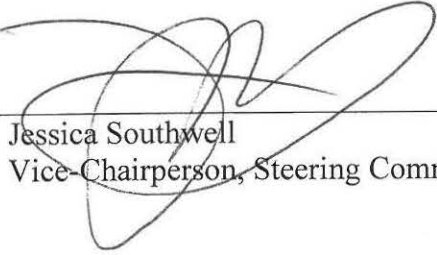
All Amendments require Steering Committee approval. Amendments to the Charter and the Bylaws of WON shall be executed by authority of the Chairperson, Vice-Chairperson, and witness of the Secretary.

EFFECTIVE DATE: MARCH 2, 2016

AFFIRMED BY:



Kim R. Haney-Brown
Chairperson, Steering Committee, Women of NASA



Jessica Southwell
Vice-Chairperson, Steering Committee, Women of NASA

ATTEST:



Linda V. Perozo
Secretary, Steering Committee, Women of NASA